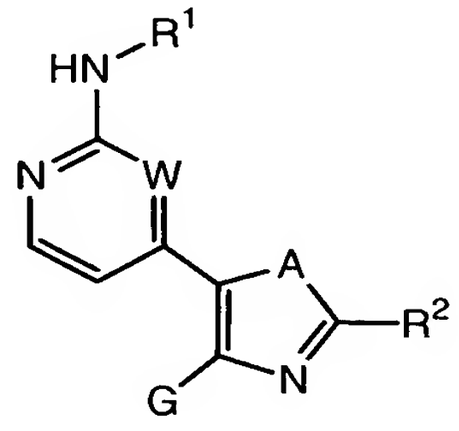
AMENDMENTS TO THE CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Currently amended) A compound of formula **I**:



I

or a pharmaceutically acceptable ~~derivative~~ salt thereof, wherein:

W is nitrogen;

G is hydrogen or C_{1-3} aliphatic ~~wherein one methylene unit of G is optionally replaced by -C(O)-, -C(O)O-, -C(O)NH-, $-SO_2-$, or $-SO_2NH-$~~;

A is $-N-T_{(n)}-R$~~, oxygen, or sulfur~~;

R^1 is selected from $-T_{(n)}-R$ or $-T_{(n)}-Ar^1$;

each n is independently 0 or 1;

T is a C_{1-4} alkylidene chain wherein one methylene unit of T is optionally replaced by –C(O)-, -C(O)O-, -C(O)NH-, $-SO_2-$, or $-SO_2NH-$;

Ar^1 is a 3-7 membered monocyclic saturated, partially saturated or aromatic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or a 8-10 membered bicyclic saturated, partially saturated or aromatic ring having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein each member of Ar^1 is optionally substituted with one $-Z-R^3$ and one to three additional groups independently selected from -R, halogen, oxo, $-NO_2$, -CN, -OR, -SR, $-N(R)_2$, $-NRC(O)R$, $-NRC(O)N(R)_2$, $-NRCO_2R$, -C(O)R, $-CO_2R$, -OC(O)R, $-C(O)N(R)_2$, $-OC(O)N(R)_2$, -S(O)R, $-SO_2R$, $-SO_2N(R)_2$, $-NRSO_2R$, $-NRSO_2N(R)_2$, -C(O)C(O)R, or $-C(O)CH_2C(O)R$;

each R is independently selected from hydrogen or a C_{1-6} aliphatic, wherein said aliphatic is optionally substituted with one to three groups independently selected from oxo, $-CO_2R'$, $-OR'$, $-N(R')_2$, $-SR'$, $-NO_2$, $-NR'C(O)R'$, $-NR'C(O)N(R')_2$, $-NR'CO_2R'$, $-C(O)R'$, $-OC(O)R'$, $-C(O)N(R')_2$, $-OC(O)N(R')_2$, $-S(O)R'$, $-SO_2R'$, $-SO_2N(R')_2$, $-NR'SO_2R'$, $-NR'SO_2N(R')_2$, $-C(O)C(O)R'$, $-C(O)CH_2C(O)R'$, halogen, or -CN, or two R bound to the same nitrogen atom are taken together with that nitrogen atom to form a five or six membered heterocyclic or heteroaryl ring having one to two additional heteroatoms independently selected from oxygen, nitrogen, or sulfur;

each R' is independently selected from hydrogen or C_{1-6} aliphatic, wherein said aliphatic is optionally substituted with one to three groups independently selected from oxo, $-CO_2H$, $-OH$, $-NH_2$, $-SH$, $-NO_2$, $-NHC(O)H$, $-NHC(O)NH_2$, $-NHCO_2H$, $-C(O)H$, $-OC(O)H$, $-C(O)NH_2$, $-OC(O)NH_2$, $-S(O)H$, $-SO_2H$, $-SO_2NH_2$, $-NHSO_2H$, $-NHSO_2NH_2$, $-C(O)C(O)H$, $-C(O)CH_2C(O)H$, halogen, or -CN, or two R' bound to the same nitrogen atom are taken together with that nitrogen atom to form a five or six membered heterocyclic or heteroaryl ring optionally having one or two additional heteroatoms independently selected from nitrogen, oxygen, or sulfur;

Z is a C_1-C_6 alkylidene chain wherein up to two non-adjacent methylene units of Z are optionally replaced by $-C(O)-$, $-C(O)O-$, $-C(O)C(O)-$, $-C(O)N(R)-$, $-OC(O)N(R)-$, $-N(R)N(R)-$, $-N(R)N(R)C(O)-$, $-N(R)C(O)-$, $-N(R)C(O)O-$, $-N(R)C(O)N(R)-$, $-S(O)-$, $-SO_2-$, $-N(R)SO_2-$, $-SO_2N(R)-$, $-N(R)SO_2N(R)-$, $-O-$, $-S-$, or $-N(R)-$;

R^2 is $-Q_{(n)}-Ar^2$;

Ar^2 is selected from a 3-7 membered monocyclic saturated, partially saturated or aromatic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or a 8-10 membered bicyclic saturated, partially saturated or aromatic ring having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein each member of Ar^2 is optionally substituted with 1-5 groups independently selected from $-Z-R^3$, -R, halogen, oxo, $-NO_2$, -CN, -OR, -SR, $-N(R)_2$, $-NRC(O)R$, $-NRC(O)N(R)_2$, $-NRCO_2R$, $-C(O)R$, $-CO_2R$, $-OC(O)R$, $-C(O)N(R)_2$, $-OC(O)N(R)_2$, $-S(O)R$, $-SO_2R$, $-SO_2N(R)_2$, $-N(R)SO_2R$, $-N(R)SO_2N(R)_2$, $-C(O)C(O)R$, or $-C(O)CH_2C(O)R$;

Q is a C_{1-3} alkylidene chain ~~wherein up to two non-adjacent methylene units of Q are optionally replaced by -C(O)-, -C(O)O-, -C(O)C(O)-, -C(O)N(R)-, -OC(O)N(R)-, -N(R)N(R)-, -N(R)N(R)C(O)-, -N(R)C(O)-, -N(R)C(O)O-, -N(R)C(O)N(R)-, -S(O)-, -SO_2-, -N(R)SO_2-, -SO_2N(R)-, -N(R)SO_2N(R)-, -O-, -S-, or -N(R)-;~~

R^3 is selected from -Ar^3, -R, halogen, -NO_2, -CN, -OR, -SR, -$N(R)_2$, -NRC(O)R, -NRC(O)$N(R)_2$, -$NRCO_2$R, -C(O)R, -CO_2R, -OC(O)R, -C(O)$N(R)_2$, -OC(O)$N(R)_2$, -SOR, -SO_2R, -$SO_2N(R)_2$, -$NRSO_2$R, -$NRSO_2N(R)_2$, -C(O)C(O)R, or -C(O)CH_2C(O)R; and

Ar^3 is a 5-6 membered saturated, partially saturated, or aromatic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein each member of Ar^3 is optionally substituted with halogen, oxo, -CN, -NO_2, -R', -OR', -$N(R')_2$, -N(R')C(O)R', -N(R')C(O)N(R')$_2$, -N(R')CO_2R', -C(O)R', -CO_2R', -OC(O)R', -C(O)$N(R')_2$, -OC(O)$N(R')_2$, or -SO_2R';

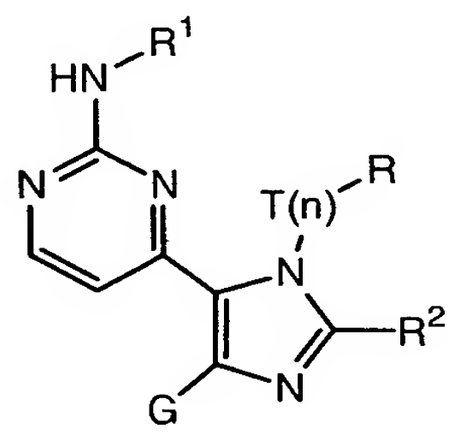
provided that when ~~W is nitrogen and~~:

(i) A is -N-$T_{(n)}$-R and R^2 is a saturated ring or

(ii) A is sulfur,

then R^1 is other than an optionally substituted phenyl.

2. (Currently amended) The compound according to claim 1, wherein said compound has formula **IIa**:



IIa

or a pharmaceutically acceptable ~~derivative~~ salt thereof.

3. (Original) The compound according to claim 2, wherein said compound has one or more features selected from the group consisting of:

(a) R^1 is hydrogen, Ar^1 or -T-Ar^1 wherein T is a C_{1-4} alkylidene chain and Ar^1 is a 6-membered saturated, partially saturated, or aryl ring having zero to two heteroatoms independently selected from nitrogen, oxygen, or sulfur, and wherein each member of R^1 is optionally substituted with one -Z-R^3 and one to three additional groups independently selected from -CO_2R, -OR, halogen, -NRSO_2R, -$SO_2N(R)_2$, -NRCON$(R)_2$, -NO_2, or -$N(R)_2$;

(b) R^2 is Ar^2 or –CH_2-Ar^2 wherein Ar^2 is selected from 5-6 membered ring selected from carbocyclic, aryl, or a heterocyclyl or heteroaryl ring having one to two heteroatoms independently selected from nitrogen, oxygen or sulfur, and wherein Ar^2 is optionally substituted with one to five groups independently selected from –Z-R^3, -R, halogen, -NO_2, -CN, -OR, -SR, -$N(R)_2$, -NRC(O)R, -NRC(O)N$(R)_2$, -NRCO_2R, -C(O)R, -CO_2R, -C(O)N$(R)_2$, -OC(O)N$(R)_2$, -S(O)R, -SO_2R, -$SO_2N(R)_2$, -N(R)SO_2R, -N(R)$SO_2N(R)_2$, -C(O)C(O)R, or -C(O)CH_2C(O)R; and

(c) G is hydrogen.

4. (Original) The compound according to claim 3, wherein said compound has one or more features selected from the group consisting of:

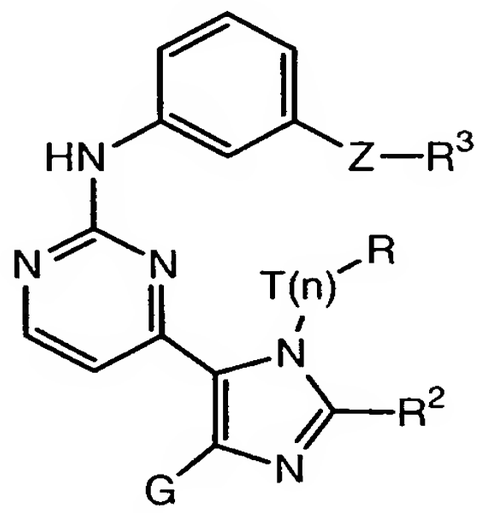
(a) R^1 is selected from a phenyl, benzyl, pyridyl, piperidinyl, or cyclohexyl ring, wherein said ring is optionally substituted with benzyloxy, phenoxy, -SO_2NH_2, -OH, -NO_2, -NH_2, -OMe, -Br, -Cl, -CO_2Me, -NHSO_2Me, -NHSO_2Et, -NHCON$(Me)_2$, -NHCON$(Et)_2$, -NHCOpyrrolidin-1-yl, -NHCOmorpholin-4-yl, –O-CH_2-phenyl, -O$(CH_2)_3$OH, -O$(CH_2)_3$NH$(CH_2)_2$OH, -O$(CH_2)_2$NH$(CH_2)_2$OH, -O$(CH_2)_3$N(hydroxyethyl)(methyl), -O$(CH_2)_3$pyrrolidin-1-yl, -O$(CH_2)_2$morpholin-4-yl, -O$(CH_2)_3$N$(Me)_2$, -O$(CH_2)_3$N$(Et)_2$, -O$(CH_2)_3$(4-hydroxyethyl piperazin-1-yl), -O$(CH_2)_3$piperazin-1-yl, -O$(CH_2)_3$(4-hydroxymethylpiperidin-1-yl), -O$(CH_2)_3$(4-hydroxypiperidin-1-yl), -NHCO$(CH_2)_3$N$(Me)_2$, -NHCO$(CH_2)_3$N$COCH_3$, -NHCOCH_2pyridin-2-yl, -NHCOCH_2(2-aminothiazol-4-yl), -NHCOCH_2cyclopropyl, -NHCO$(CH_2)_2$N$(Et)_2$, -NHCO$(CH_2)_2$-(piperazin-2,5-dione-3-yl), -NHCO_2CH_2tetrahydrofuran-2-yl, -NHCO_2tetrahydrofuran-2-yl, -NHCO_2tetrahydropyran-4-yl, or -NHCO_2CH_2tetrahydropyran-2-yl;

(b) R^2 is selected from phenyl, pyridyl, pyrimidinyl, cyclohexyl, piperidinyl, furanyl, or benzyl, wherein R^2 is optionally substituted with phenyl, phenoxy, benzyl, benzyloxy, pyridyl, 3-hydroxyphenyl, 2-hydroxyphenyl, 3-aminophenyl, N-BOC-pyrrolyl, 4-chlorophenyl, 3-ethoxypyridyl, 2-methoxypyridyl, 2,5-dimethylisoxazolyl, 3-ethoxyphenyl, 4-isopropylphenyl, 4-F-3-Cl-phenyl, pyrrolyl, pyrimidinyl, chloro, bromo, fluoro, trifluoromethyl, -OH, $-NH_2$, methyl, methoxy, or ethoxy; and

(c) G is hydrogen.

5-11. (Canceled)

12. (Currently amended) The compound according to claim 1, wherein said compound has the formula **IVa**:



IVa

or a pharmaceutically acceptable ~~derivative~~ salt thereof.

13. (Original) The compound according to claim 12, wherein said compound has one or more features selected from the group consisting of:

(a) R^2 is Ar^2 or $–CH_2$-Ar^2 wherein Ar^2 is selected from 5-6 membered ring selected from carbocyclic, aryl, or a heterocyclyl or heteroaryl ring having one to two heteroatoms independently selected from nitrogen, oxygen or sulfur, and wherein Ar^2 is optionally substituted by wherein Ar^2 is optionally substituted with one to five groups independently selected from $–Z$-R^3, -R, halogen, $-NO_2$, -CN, -OR, -SR, $-N(R)_2$, -NRC(O)R, $-NRC(O)N(R)_2$, $-NRCO_2R$, -C(O)R, $-CO_2R$, $-C(O)N(R)_2$, $-OC(O)N(R)_2$, -S(O)R, $-SO_2R$, $-SO_2N(R)_2$, $-N(R)SO_2R$, $-N(R)SO_2N(R)_2$, -C(O)C(O)R, or -$C(O)CH_2C(O)R$;

(b) G is hydrogen;

(c) Z is a C_{1-4} alkylidene chain wherein one methylene unit of Z is optionally replaced by –O-, -NH-, -NHC(O)-, -NHC(O)O-, -$NHSO_2$-, -C(O)NH-; and

(d) R^3 is selected from -$N(R)_2$, -NHC(O)R, or Ar^3 wherein Ar^3 is a 5-6 membered heterocyclic or heteroaryl ring having one to two heteroatoms independently selected from nitrogen, oxygen, or sulfur and Ar^3 is optionally substituted with –R', -OR', -$N(R')_2$, or oxo.

14. (Original) The compound according to claim 13, wherein said compound has one or more features selected from the group consisting of:

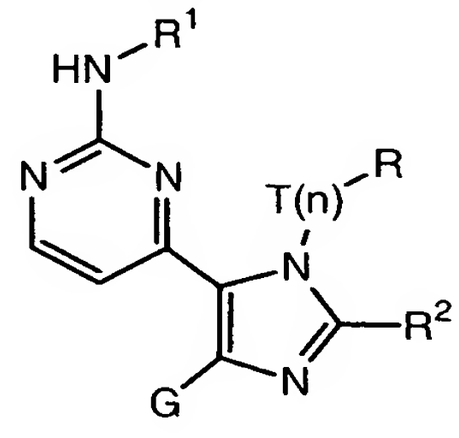
(a) R^2 is selected from phenyl, pyridyl, pyrimidinyl, cyclohexyl, piperidinyl, furanyl, or benzyl, wherein each member of R^2 is optionally substituted with phenyl, phenoxy, benzyl, benzyloxy, pyridyl, 3-hydroxyphenyl, 2-hydroxyphenyl, 3-aminophenyl, N-BOC-pyrrolyl, 4-chlorophenyl, 3-ethoxypyridyl, 2-methoxypyridyl, 2,5-dimethylisoxazolyl, 3-ethoxyphenyl, 4-isopropylphenyl, 4-F-3-Cl-phenyl, pyrrolyl, pyrimidinyl, chloro, bromo, fluoro, trifluoromethyl, -OH, -NH_2, methyl, methoxy, or ethoxy;

(b) G is hydrogen; and

(c) -Z-R^3 is selected from –O-CH_2-phenyl, -$O(CH_2)_3OH$, -$O(CH_2)_3NH(CH_2)_2OH$, -$O(CH_2)_2NH(CH_2)_2OH$, -$O(CH_2)_3N$(hydroxyethyl)(methyl), -$O(CH_2)_3$pyrrolidin-1-yl, -$O(CH_2)_2$morpholin-4-yl, -$O(CH_2)_3N(Me)_2$, -$O(CH_2)_3N(Et)_2$, -$O(CH_2)_3$(4-hydroxyethyl piperazin-1-yl), -$O(CH_2)_3$piperazin-1-yl, -$O(CH_2)_3$(4-hydroxymethylpiperidin-1-yl), -$O(CH_2)_3$(4-hydroxypiperidin-1-yl), -$NHCO(CH_2)_3N(Me)_2$, -$NHCO(CH_2)_3NCOCH_3$, -$NHCOCH_2$pyridin-2-yl, -$NHCOCH_2$(2-aminothiazol-4-yl), -$NHCOCH_2$cyclopropyl, -$NHCO(CH_2)_2N(Et)_2$, -$NHCO(CH_2)_2$-(piperazin-2,5-dione-3-yl), -NHC(O)-pyrrolidin-1-yl, -NHCOmorpholin-4-yl, -$NHCO_2CH_2$tetrahydrofuran-2-yl, -$NHCO_2$tetrahydrofuran-2-yl, -$NHCO_2$tetrahydropyran-4-yl, or -$NHCO_2CH_2$tetrahydropyran-2-yl.

15-17. (Canceled)

18. (Currently amended) The compound according to claim 1 selected from one of the following compounds of formula IIa: ~~those listed in Tables 1-3.~~



IIa

No. IIa-	G	$-T_{(n)}-R$	R^1	R^2
1	H	H	4-Cl-phenyl	Ph
2	H	H	4-F-phenyl	Ph
3	H	H	3-OMe-Ph	Ph
4	H	H	3,5-$(OMe)_2$-Ph	Ph
5	H	CH_3	4-Cl-phenyl	pyridin-3-yl
6	H	CH_3	4-F-phenyl	pyridin-3-yl
7	H	CH_3	Ph	pyridin-3-yl
8	H	CH_3	3-BnO-Ph	pyridin-3-yl
9	H	CH_3	6-Cl-pyridin-3-yl	pyridin-3-yl
10	H	CH_2OCH_3	4-Cl-phenyl	Ph
11	H	CH_2OCH_3	4-F-phenyl	Ph
12	H	CH_2OCH_3	Ph	Ph
13	H	CH_2OCH_3	4-NO_2-Ph	Ph
14	H	CH_2OCH_3	3-OMe-Ph	Ph
15	H	CH_2OCH_3	3,5-$(OMe)_2$-Ph	Ph
16	H	CH_2OCH_3	3-Br-Ph	Ph
17	H	CH_2OCH_3	3-BnO-Ph	Ph
18	H	CH_3	3-OMe-Ph	pyridin-3-yl
19	H	CH_3	3,5-$(OMe)_2$-Ph	pyridin-3-yl
20	H	CH_3	3-Br-Ph	pyridin-3-yl
21	H	CH_3	4-NO_2-Ph	pyridin-3-yl
22	H	CH_3	3-CO_2CH_3-Ph	pyridin-3-yl
23	H	H	4-Cl-Ph	-CH_2-(2,6-di-Cl)-Ph
24	H	H	4-F-Ph	-CH_2-(2,6-di-Cl)-Ph
25	H	H	3-OMe-Ph	-CH_2-(2,6-di-Cl)-Ph
26	H	H	3,5-$(OMe)_2$-Ph	-CH_2-(2,6-di-Cl)-Ph
27	H	H	3-Br-Ph	-CH_2-(2,6-di-Cl)-Ph
28	H	H	Ph	-CH_2-(2,6-di-Cl)-Ph
29	H	H	3-BnO-Ph	-CH_2-(2,6-di-Cl)-Ph
30	H	H	4-NO_2-Ph	-CH_2-(2,6-di-Cl)-Ph
31	H	H	3-CO_2CH_3-Ph	-CH_2-(2,6-di-Cl)-Ph
32	H	H	6-Cl-pyridin-3-yl	-CH_2-(2,6-di-Cl)-Ph

No. IIa-	G	-$T_{(n)}$-R	R^1	R^2
33	H	H	cyclohexyl	-CH_2-(2,6-di-Cl)-Ph
34	H	CH_2OCH_3	3-Cl-Ph	Ph
35	H	CH_3	3-Cl-Ph	pyridin-3-yl
36	H	H	H	4-CO_2H-phenyl
37	H	H	H	4-Cl-phenyl
38	H	H	H	4-CF_3-phenyl
39	H	H	H	4-CH_3-phenyl
40	H	H	H	2-Cl-phenyl
41	H	H	H	4-OCH_3-phenyl
42	H	H	Ph	4-Cl-phenyl
43	H	H	Ph	4-CF_3-phenyl
44	H	H	Ph	4-CH_3-phenyl
45	H	H	CH_2Ph	pyridin-3-yl
46	H	H	COPh	4-Cl-phenyl
47	H	H	COPh	4-CF_3-phenyl
48	H	H	COPh	4-CH_3-phenyl
49	H	H	$CONHCH_2Ph$	4-Cl-phenyl
50	H	H	$CONHCH_2Ph$	4-CF_3-phenyl
51	H	H	$CONHCH_2Ph$	4-CH_3-phenyl
52	H	H	SO_2Me	CH_2Ph
53	H	H	Ph	thiazol-2-yl
54	H	H	cyclohexyl	piperidin-1-yl
55	H	H	cyclohexyl	4-CONHMe-phenyl
56	H	H	Ph	Ph
57	H	H	CH_2Ph	CH_2Ph
58	H	H	H	CH_2Ph
59	H	H	H	Ph
60	H	H	3-OBn-Ph	Ph
61	H	H	3-SO_2NH_2-Ph	Ph
62	H	H	3-OH-Ph	Ph
63	H	H	4-OBn-Ph	Ph
64	H	H	3-NO_2-Ph	3-OMe-Ph
65	H	H	3-NH_2-Ph	3-OMe-Ph
66	H	H	3-NO_2-Ph	3-OH-Ph
67	H	H	Ph	3-OBn-Ph
68	H	H	3-NO_2-Ph	3-OBn-Ph
69	H	H	3-NO_2-Ph	3-OBn-Ph
70	H	H	3-OBn-Ph	3-pyridyl
71	H	H	3-OH-Ph	3-pyridyl
72	H	H	3-NH_2-Ph	3-Br-Ph
73	H	H	3-NH_2-Ph	3-OPh-Ph
74	H	H	3-OBn-Ph	5-Br-3-pyridyl

No. IIa-	G	$-T_{(n)}-R$	R^1	R^2
75	H	H	Ph	3-OPh-Ph
76	H	H	3-OH-Ph	3-OBn-Ph
77	H	H	3-OH-Ph	3-OPh-Ph
78	H	H	3-OH-Ph	3-OH-Ph
79	H	H	3-OH-Ph	3-Br-Ph
80	H	H	3-OBn-Ph	3-Br-Ph
81	H	H	3-OH-Ph	3-(3-OH-Ph)-Ph
82	H	H	3-OH-Ph	3-(3-OEt-Ph)-Ph
83	H	H	3-OH-Ph	3-(3-pyridyl)-Ph
84	H	H	3-OBn-Ph	5-Ph-pyridin-3-yl
85	H	H	3-OBn-Ph	5-Br-3-pyridyl
86	H	H	3-OBn-Ph	5-Ph-3-pyridyl
87	H	H	4-OH-Ph	Ph
88	H	H	3-OH-Ph	5-Ph-pyridin-3-yl
89	H	H	3-OH-Ph	3-(3-NH_2-Ph)-Ph
90	H	H	3-OH-Ph	3-(3-Cl,4-F-Ph)-Ph
91	H	H	3-OH-Ph	3-(4-*i*Pr-Ph)-Ph
92	H	H	3-NO_2-Ph	5-Ph-pyridin-3-yl
93	H	H	3-OH-Ph	3-(3-N-Boc-pyrrol-2-yl)-Ph
94	H	H	3-$NHSO_2Me$-Ph	3-pyridyl
95	H	H	3-$NHSO_2Et$-Ph	3-pyridyl
96	H	H	3-SO_2NH_2-Ph	3-pyridyl
97	H	H	3-OH-Ph	3-(2-OH-Ph)-Ph
98	H	H	3-OH-Ph	3-(3-pyrrol-2-yl)-Ph
99	H	H	3-OH-Ph	3-(6-OMe-pyridin-2-yl)-Ph
100	H	H	3-OH-Ph	3-(5-OMe-pyridin-2-yl)-Ph
101	H	H	3-OH-Ph	3-(2,5-Me_2-isoxazol-4-yl)-Ph
102	H	H	3-OH-Ph	3-(pyridin-4-yl)-Ph
103	H	CH_3	H	4-CO_2H-phenyl
104	H	CH_3	H	4-Cl-phenyl
105	H	CH_3	H	4-CF_3-phenyl
106	H	CH_3	H	4-CH_3-phenyl
107	H	CH_3	H	2-Cl-phenyl
108	H	CH_3	H	4-OCH_3-phenyl
109	H	CH_3	Ph	4-Cl-phenyl
110	H	CH_3	Ph	4-CF_3-phenyl
111	H	CH_3	Ph	4-CH_3-phenyl
112	H	CH_3	CH_2Ph	pyridin-3-yl
113	H	CH_3	COPh	4-Cl-phenyl
114	H	CH_3	COPh	4-CF_3-phenyl
115	H	CH_3	COPh	4-CH_3-phenyl
116	H	CH_3	$CONHCH_2Ph$	4-Cl-phenyl

No. IIa-	G	-$T_{(n)}$-R	R^1	R^2
117	H	CH_3	$CONHCH_2Ph$	4-CF_3-phenyl
118	H	CH_3	$CONHCH_2Ph$	4-CH_3-phenyl
119	H	CH_3	SO_2Me	CH_2Ph
120	H	CH_3	Ph	thiazol-2-yl
121	H	CH_3	cyclohexyl	piperidin-1-yl
122	H	CH_3	cyclohexyl	4-CONHMe-phenyl
123	H	CH_3	Ph	Ph
124	H	CH_3	CH_2Ph	CH_2Ph
125	H	CH_3	H	CH_2Ph
126	H	CH_3	H	Ph
127	H	CH_3	3-OBn-Ph	Ph
128	H	CH_3	3-SO_2NH_2-Ph	Ph
129	H	CH_3	3-OH-Ph	Ph
130	H	CH_3	4-OBn-Ph	Ph
131	H	CH_3	3-NO_2-Ph	3-OMe-Ph
132	H	CH_3	3-NH_2-Ph	3-OMe-Ph
133	H	CH_3	3-NO_2-Ph	3-OH-Ph
134	H	CH_3	Ph	3-OBn-Ph
135	H	CH_3	3-NO_2-Ph	3-OBn-Ph
136	H	CH_3	3-NO_2-Ph	3-OBn-Ph
137	H	CH_3	3-OH-Ph	3-pyridyl
138	H	CH_3	3-NH_2-Ph	3-Br-Ph
139	H	CH_3	3-NH_2-Ph	3-OPh-Ph
140	H	CH_3	3-OBn-Ph	5-Br-3-pyridyl
141	H	CH_3	Ph	3-OPh-Ph
142	H	CH_3	3-OH-Ph	3-OBn-Ph
143	H	CH_3	3-OH-Ph	3-OPh-Ph
144	H	CH_3	3-OH-Ph	3-OH-Ph
145	H	CH_3	3-OH-Ph	3-Br-Ph
146	H	CH_3	3-OBn-Ph	3-Br-Ph
147	H	CH_3	3-OH-Ph	3-(3-OH-Ph)-Ph
148	H	CH_3	3-OH-Ph	3-(3-OEt-Ph)-Ph
149	H	CH_3	3-OH-Ph	3-(3-pyridyl)-Ph
150	H	CH_3	3-OBn-Ph	5-Ph-pyridin-3-yl
151	H	CH_3	3-OBn-Ph	5-Br-3-pyridyl
152	H	CH_3	3-OBn-Ph	5-Ph-3-pyridyl
153	H	CH_3	4-OH-Ph	Ph
154	H	CH_3	3-OH-Ph	5-Ph-pyridin-3-yl
155	H	CH_3	3-OH-Ph	3-(3-NH_2-Ph)-Ph
156	H	CH_3	3-OH-Ph	3-(3-Cl,4-F-Ph)-Ph
157	H	CH_3	3-OH-Ph	3-(4-*i*Pr-Ph)-Ph
158	H	CH_3	3-NO_2-Ph	5-Ph-pyridin-3-yl

No. IIa-	G	$-T_{(n)}-R$	R^1	R^2
159	H	CH_3	3-OH-Ph	3-(3-N-Boc-pyrrol-2-yl)-Ph
160	H	CH_3	3-$NHSO_2Me$-Ph	3-pyridyl
161	H	CH_3	3-$NHSO_2Et$-Ph	3-pyridyl
162	H	CH_3	3-OMe-Ph	Ph
163	H	CH_3	3-SO_2NH_2-Ph	3-pyridyl
164	H	CH_3	3-OH-Ph	3-(2-OH-Ph)-Ph
165	H	CH_3	3-OH-Ph	3-(3-pyrrol-2-yl)-Ph
166	H	CH_3	3-OH-Ph	3-(6-OMe-pyridin-2-yl)-Ph
167	H	CH_3	3-OH-Ph	3-(5-OMe-pyridin-2-yl)-Ph
168	H	CH_3	3-OH-Ph	3-(2,5-Me_2-isoxazol-4-yl)-Ph
169	H	CH_3	3-OH-Ph	3-(pyridin-4-yl)-Ph
170	H	CH_2OCH_3	H	4-CO_2H-phenyl
171	H	CH_2OCH_3	H	4-Cl-phenyl
172	H	CH_2OCH_3	H	4-CF_3-phenyl
173	H	CH_2OCH_3	H	4-CH_3-phenyl
174	H	CH_2OCH_3	H	2-Cl-phenyl
175	H	CH_2OCH_3	H	4-OCH_3-phenyl
176	H	CH_2OCH_3	Ph	4-Cl-phenyl
177	H	CH_2OCH_3	Ph	4-CF_3-phenyl
178	H	CH_2OCH_3	Ph	4-CH_3-phenyl
179	H	CH_2OCH_3	CH_2Ph	pyridin-3-yl
180	H	CH_2OCH_3	COPh	4-Cl-phenyl
181	H	CH_2OCH_3	COPh	4-CF_3-phenyl
182	H	CH_2OCH_3	COPh	4-CH_3-phenyl
183	H	CH_2OCH_3	$CONHCH_2Ph$	4-Cl-phenyl
184	H	CH_2OCH_3	$CONHCH_2Ph$	4-CF_3-phenyl
185	H	CH_2OCH_3	$CONHCH_2Ph$	4-CH_3-phenyl
186	H	CH_2OCH_3	SO_2Me	CH_2Ph
187	H	CH_2OCH_3	Ph	thiazol-2-yl
188	H	CH_2OCH_3	cyclohexyl	piperidin-1-yl
189	H	CH_2OCH_3	cyclohexyl	4-CONHMe-phenyl
190	H	CH_2OCH_3	CH_2Ph	CH_2Ph
191	H	CH_2OCH_3	H	CH_2Ph
192	H	CH_2OCH_3	H	Ph
193	H	CH_2OCH_3	3-SO_2NH_2-Ph	Ph
194	H	CH_2OCH_3	3-OH-Ph	Ph
195	H	CH_2OCH_3	4-OBn-Ph	Ph
196	H	CH_2OCH_3	3-NO_2-Ph	3-OMe-Ph
197	H	CH_2OCH_3	3-NH_2-Ph	3-OMe-Ph
198	H	CH_2OCH_3	3-NO_2-Ph	3-OH-Ph
199	H	CH_2OCH_3	Ph	3-OBn-Ph
200	H	CH_2OCH_3	3-NO_2-Ph	3-OBn-Ph

No. IIa-	G	$-T_{(n)}-R$	R^1	R^2
201	H	CH_2OCH_3	3-NO_2-Ph	3-OBn-Ph
202	H	CH_2OCH_3	3-OBn-Ph	3-pyridyl
203	H	CH_2OCH_3	3-OH-Ph	3-pyridyl
204	H	CH_2OCH_3	3-NH_2-Ph	3-Br-Ph
205	H	CH_2OCH_3	3-NH_2-Ph	3-OPh-Ph
206	H	CH_2OCH_3	3-OBn-Ph	5-Br-3-pyridyl
207	H	CH_2OCH_3	Ph	3-OPh-Ph
208	H	CH_2OCH_3	3-OH-Ph	3-OBn-Ph
209	H	CH_2OCH_3	3-OH-Ph	3-OPh-Ph
210	H	CH_2OCH_3	3-OH-Ph	3-OH-Ph
211	H	CH_2OCH_3	3-OH-Ph	3-Br-Ph
212	H	CH_2OCH_3	3-OBn-Ph	3-Br-Ph
213	H	CH_2OCH_3	3-OH-Ph	3-(3-OH-Ph)-Ph
214	H	CH_2OCH_3	3-OH-Ph	3-(3-OEt-Ph)-Ph
215	H	CH_2OCH_3	3-OH-Ph	3-(3-pyridyl)-Ph
216	H	CH_2OCH_3	3-OBn-Ph	5-Ph-pyridin-3-yl
217	H	CH_2OCH_3	3-OBn-Ph	5-Br-3-pyridyl
218	H	CH_2OCH_3	3-OBn-Ph	5-Ph-3-pyridyl
219	H	CH_2OCH_3	4-OH-Ph	Ph
220	H	CH_2OCH_3	3-OH-Ph	5-Ph-pyridin-3-yl
221	H	CH_2OCH_3	3-OH-Ph	3-(3-NH_2-Ph)-Ph
222	H	CH_2OCH_3	3-OH-Ph	3-(3-Cl,4-F-Ph)-Ph
223	H	CH_2OCH_3	3-OH-Ph	3-(4-*i*Pr-Ph)-Ph
224	H	CH_2OCH_3	3-NO_2-Ph	5-Ph-pyridin-3-yl
225	H	CH_2OCH_3	3-OH-Ph	3-(3-N-Boc-pyrrol-2-yl)-Ph
226	H	CH_2OCH_3	3-$NHSO_2$Me-Ph	3-pyridyl
227	H	CH_2OCH_3	3-$NHSO_2$Et-Ph	3-pyridyl
228	H	CH_2OCH_3	3-SO_2NH_2-Ph	3-pyridyl
229	H	CH_2OCH_3	3-OH-Ph	3-(2-OH-Ph)-Ph
230	H	CH_2OCH_3	3-OH-Ph	3-(3-pyrrol-2-yl)-Ph
231	H	CH_2OCH_3	3-OH-Ph	3-(6-OMe-pyridin-2-yl)-Ph
232	H	CH_2OCH_3	3-OH-Ph	3-(5-OMe-pyridin-2-yl)-Ph
233	H	CH_2OCH_3	3-OH-Ph	3-(2,5-Me_2-isoxazol-4-yl)-Ph
234	H	CH_2OCH_3	3-OH-Ph	3-(pyridin-4-yl)-Ph

19. (Currently amended) A composition comprising a compound according to any one of claims 1-4, 12-14 or 18 ~~1 to 18~~, and a pharmaceutically acceptable carrier, adjuvant, or vehicle.

20. (Currently amended) The composition according to claim 19, additionally comprising a therapeutic agent that is ~~selected from an anti-proliferative agent, an anti-inflammatory agent, an immunomodulatory agent, a neurotrophic factor, an agent for treating cardiovascular disease, an agent for treating liver disease, an anti-viral agent, an agent for treating blood disorders, an agent for treating diabetes, an agent for treating immunodeficiency disorders, or~~ an agent for treating cancer.

21-22. (Canceled)

23. (Currently amended) A method of treating or lessening the severity of colon cancer ~~an inflammatory disease, autoimmune disease, destructive bone disorder, proliferative disorder, infectious disease, neurodegenerative disease, allergy, reperfusion/ischemia in stroke, heart attack, angiogenic disorder, organ hypoxia, vascular hyperplasia, cardiac hypertrophy, thrombin-induced platelet aggregation, or a condition associated with proinflammatory cytokines~~, comprising the step of administering to said patient a composition according to claim 19.

24-35. (Canceled)

36. (Currently amended) The method according to claim [[22]] 23, comprising the additional step of administering to said patient an additional therapeutic agent that is ~~selected from~~ an anti-proliferative agent, ~~an anti-inflammatory agent, an immunomodulatory agent, a neurotrophic factor, an agent for treating cardiovascular disease, an agent for treating liver disease, an anti-viral agent, an agent for treating blood disorders, an agent for treating diabetes, or an agent for treating immunodeficiency disorders,~~ wherein:

said additional therapeutic agent is appropriate for the disease being treated; and

said additional therapeutic agent is administered together with said composition as a single dosage form or separately from said composition as part of a multiple dosage form.

37. (Original) A composition for coating an implantable device comprising a compound according to claim 1 and a carrier suitable for coating said implantable device.

38. (Canceled)